

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**ORDER PURSUANT TO 11 U.S.C. § 365 OF THE
BANKRUPTCY CODE TO REJECT CERTAIN EXECUTORY CONTRACTS**

Upon the motion, dated June 26, 2009 (the “**Motion**”)¹, of General Motors Corporation and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to reject certain executory contracts, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Executory Contracts listed on **Annex I** attached hereto, effective as of Monday June 29, 2009, the date on which the counterparties to the Executory Contracts received notice of the Motion via overnight mail (the “**Rejection Date**”); and it is further

ORDERED that upon service of this Order upon the counterparties to the Executory Contracts, the Executory Contracts shall be deemed rejected, effective as of the Rejection Date; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Annex I

Executory Contracts

Counter Party	Counterparty Address	Contract Description	Contract Date
BASF COATINGS AG	GLASURITSTR 1 MUENSTER NS 48165 GERMANY	Engineering Services Contract: Purchase Of Special Automotive Paint	8/20/2008
NATIONAL CAR RENTAL SYSTEM, INC. AND NCR ACQUISITION CORP.	NCR Acquisition Corp. 1132 South Lewis, Tulsa, Oklahoma 74104 ATTN: William E. Lobeck, Jr. Simpson, Thacher & Barlett 425 Lexington Ave. New York, NY 10017 ATTN: Robert Friedman	Asset Purchase Agreement	4/4/1995
NATIONAL CAR RENTAL SYSTEM, INC. AND NCR ACQUISITION CORP.	NCR Acquisition Corp. 1132 South Lewis, Tulsa, Oklahoma 74104 ATTN: William E. Lobeck, Jr. Simpson, Thacher & Barlett 425 Lexington Ave. New York, NY 10017 ATTN: Robert Friedman	Environmental Confidentiality Agreement	4/4/1995
NATIONAL CAR RENTAL SYSTEM, INC. AND NCR ACQUISITION CORP.	NCR Acquisition Corp. 1132 South Lewis, Tulsa, Oklahoma 74104 ATTN: William E. Lobeck, Jr. Simpson, Thacher & Barlett 425 Lexington Ave. New York, NY 10017 ATTN: Robert Friedman	Right of Access Agreement	4/4/1995